

EXHIBIT YY

From: Mark Groussman
Sent: Tue 5/10/2016 2:27 PM (GMT-05:00)
To: Robert Ladd
Cc: Andrew Wallin; Mark Groussman; Ariel Luna
Bcc:
Subject: MGT WARRANT CONVERSION ATTACHED
Attachments: CCE05102016.pdf

5/10/2016

https://www.sec.gov/Archives/edgar/data/1001601/000114420415058791/v421842_ex10-2.htm

NOTICE OF EXERCISE

TO: MGT CAPITAL INVESTMENTS, INC.

(1) The undersigned hereby elects to purchase 600,000 Warrant Shares of the Company pursuant to the terms of the attached Warrant (only if exercised in full), and tenders herewith payment of the exercise price in full, together with all applicable transfer taxes, if any.

(2) Payment shall take the form of (check applicable box):

☒ in lawful money of the United States; or

☐ [if permitted] the cancellation of such number of Warrant Shares as is necessary, in accordance with the formula set forth in subsection 2(c), to exercise this Warrant with respect to the maximum number of Warrant Shares purchasable pursuant to the cashless exercise procedure set forth in subsection 2(c).

(3) Please issue a certificate or certificates representing said Warrant Shares in the name of the undersigned or in such other name as is specified below:

(4) After giving effect to this Notice of Exercise, the undersigned will not have exceeded the Beneficial Ownership Limitation.

The Warrant Shares shall be delivered to the following DWAC Account Number or by physical delivery of a certificate to:

DTC 158
Account: Melechdavid Inc.
Account 5499

[SIGNATURE OF HOLDER]

Name of Investing Entity: Melechdavid Inc.Signature of Authorized Signatory of Investing Entity: [Signature]Name of Authorized Signatory: Maek GrossmanTitle of Authorized Signatory: PresidentDate: 5/10/16https://www.sec.gov/Archives/edgar/data/1001601/000114420415058791/v421842_ex10-2.htm

17/18

From: John Stetson
Sent: Tue 5/10/2016 7:21 PM (GMT-05:00)
To: Robert Ladd
Cc:
Bcc:
Subject: NOTICE OF EXERCISE - GRQ Roth
Attachments: NOTICE OF EXERCISE.pdf; ATT00001.txt

Please see revised from GRQ Roth. The 1,000,000 was previously sent in error.

NOTICE OF EXERCISE

TO: MGT CAPITAL INVESTMENTS, INC.

(1) The undersigned hereby elects to purchase 960,000 Warrant Shares of the Company pursuant to the terms of the attached Warrant (only if exercised in full), and tenders herewith payment of the exercise price in full, together with all applicable transfer taxes, if any.

(2) Payment shall take the form of (check applicable box):

☒ X in lawful money of the United States; or

☐ [] [if permitted] the cancellation of such number of Warrant Shares as is necessary, in accordance with the formula set forth in subsection 2(c), to exercise this Warrant with respect to the maximum number of Warrant Shares purchasable pursuant to the cashless exercise procedure set forth in subsection 2(c).

(3) Please issue a certificate or certificates representing said Warrant Shares in the name of the undersigned or in such other name as is specified below:

(4) After giving effect to this Notice of Exercise, the undersigned will not have exceeded the Beneficial Ownership Limitation.

The Warrant Shares shall be delivered to the following DWAC Account Number or by physical delivery of a certificate to:

DTC: 0052

Account: GRQ Consultants, Inc. Roth 401K FBO Barry Honig

Account #: .9309

Name of Investing Entity: GRQ Consultants, Inc. Roth 401K FBO Barry Honig

Signature: Barry Honig

Name of Authorized Signatory: Barry Honig

Title of Authorized Signatory: Trustee

Date: 5/10/16

From: John Stetson
Sent: Tue 5/10/2016 3:09 PM (GMT-05:00)
To: Robert Ladd
Cc:
Bcc:
Subject: MGT Warrant Exercise
Attachments: MGT - Warrant Exercise 250,000.pdf

Please process attached.

John

NOTICE OF EXERCISE

TO: MGT CAPITAL INVESTMENTS, INC.

(1) The undersigned hereby elects to purchase 250,000 Warrant Shares of the Company pursuant to the terms of the attached Warrant (only if exercised in full), and tenders herewith payment of the exercise price in full, together with all applicable transfer taxes, if any.

(2) Payment shall take the form of (check applicable box):

☒ in lawful money of the United States; or

☐ [if permitted] the cancellation of such number of Warrant Shares as is necessary, in accordance with the formula set forth in subsection 2(c), to exercise this Warrant with respect to the maximum number of Warrant Shares purchasable pursuant to the cashless exercise procedure set forth in subsection 2(c).

(3) Please issue a certificate or certificates representing said Warrant Shares in the name of the undersigned or in such other name as is specified below:

(4) After giving effect to this Notice of Exercise, the undersigned will not have exceeded the Beneficial Ownership Limitation.

The Warrant Shares shall be delivered to the following DWAC Account Number or by physical delivery of a certificate to:

DIC: 0052
Account: Stetson Capital Investments, Inc.
Acct #: 9535
Delaware Equity

[SIGNATURE OF HOLDER]

Name of Investing Entity: Stetson Capital Investments, Inc.
Signature of Authorized Signatory of Investing Entity: John Stetson
Name of Authorized Signatory: John Stetson
Title of Authorized Signatory: President
Date: 5/10/16

From: John O'Rourke
Sent: Thu 5/12/2016 7:37 AM (GMT-05:00)
To: Robert Ladd
Cc:
Bcc:
Subject: Warrant Exercise for ATG Capital
Attachments: Scan_2016_05_12_08_43_09_220.pdf

Rob,

Please process the attached exercise of 200,000 warrants for ATG Capital LLC and send payment instructions.

Thanks,

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John O'Rourke
(610) 247-3917
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NOTICE OF EXERCISE

TO: MGT CAPITAL INVESTMENTS, INC.

(1) The undersigned hereby elects to purchase 250,000 Warrant Shares of the Company pursuant to the terms of the attached Warrant (only if exercised in full), and tenders herewith payment of the exercise price in full, together with all applicable transfer taxes, if any.

(2) Payment shall take the form of (check applicable box):

☒ in lawful money of the United States; or

☐ [if permitted] the cancellation of such number of Warrant Shares as is necessary, in accordance with the formula set forth in subsection 2(c), to exercise this Warrant with respect to the maximum number of Warrant Shares purchasable pursuant to the cashless exercise procedure set forth in subsection 2(c).

(3) Please issue a certificate or certificates representing said Warrant Shares in the name of the undersigned or in such other name as is specified below:

(4) After giving effect to this Notice of Exercise, the undersigned will not have exceeded the Beneficial Ownership Limitation.

The Warrant Shares shall be delivered to the following DWAC Account Number or by physical delivery of a certificate to:

Broker No. 0052
Account No. 3233

[SIGNATURE OF HOLDER]

Name of Investing Entity: ATG Capital LLC
Signature of Authorized Signatory of Investing Entity: [Signature]
Name of Authorized Signatory: John O'Rourke
Title of Authorized Signatory: Managing Member
Date: 5/12/2016

Message

From: Christian Paez
Sent: 5/12/2016 6:18:43 PM
To: rladd@mgtci.com <rladd@mgtci.com>
CC: Mike Brauser <mike@marlincapital.com>; Ben Brauser <ben@marlincapital.com>
Subject: MGT Exercise of 800K Warrants - Grander401K
Attachments: 2016-05-12 MGT Notice of Exercise 800K - Grander401K.pdf

Good Afternoon Mr. Ladd,

On behalf of Michael Brauser and Grander Holdings, Inc. 401k, please see the attached Notice of Exercise for the 800K shares.

Per your conversation with Benjamin Brauser, the DWAC instructions are included in the attached Notice of Exercise.

Lastly, the wire payment is on its way, please confirm with us when it hits and let us know if there is anything else you need from us.

Thank you

Christian Paez
Analyst
(305) 576-9219

NOTICE OF EXERCISE

TO: MGT CAPITAL INVESTMENTS, INC.

(1) The undersigned hereby elects to purchase 8,000,000 Warrant Shares of the Company pursuant to the terms of the attached Warrant (only if exercised in full), and tenders herewith payment of the exercise price in full, together with all applicable transfer taxes, if any.

(2) Payment shall take the form of (check applicable box):

☒ in lawful money of the United States; or

☐ [if permitted] the cancellation of such number of Warrant Shares as is necessary, in accordance with the formula set forth in subsection 2(c), to exercise this Warrant with respect to the maximum number of Warrant Shares purchasable pursuant to the cashless exercise procedure set forth in subsection 2(c).


(3) Please issue a certificate or certificates representing said Warrant Shares in the name of the undersigned or in such other name as is specified below:

(4) After giving effect to this Notice of Exercise, the undersigned will not have exceeded the Beneficial Ownership Limitation.

The Warrant Shares shall be delivered to the following DWAC Account Number or by physical delivery of a certificate to: DWAC Instructions:

Grander Holdings Inc. 401k
Acct #: - 9184
MGT
Wedbush 0103

[SIGNATURE OF HOLDER]

Name of Investing Entity: Grander Holdings, Inc. 401k
Signature of Authorized Signatory of Investing Entity: 
Name of Authorized Signatory: Michael Brauser
Title of Authorized Signatory: Trustee
Date: May 12, 2016